

RECORDATION NO.

29480-B
FILED

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SEP 22 '10 -3 10 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELSWORTH C. ALVORD (1964)

September 22, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement (GATX Trust No. 2010-1B), dated as of September 23, 2010, between Wells Fargo Bank Northwest, National Association, as Owner Trustee, and U.S. Bank National Association, as Indenture Trustee, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (GATX Trust No. 2010-1B) being filed with the Board under Recordation Number 29480.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: U.S. Bank National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Owner Trustee: Wells Fargo Bank Northwest, N.A.
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Chief, Section of Administration
September 22, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

622 cars within the following series:

GATX 024920 - GATX 024969
GATX 026774 - GATX 026798
GATX 026845 - GATX 026873
GATX 030670 - GATX 030689
GATX 032533 - GATX 032566 (not inclusive)
GATX 033630 - GATX 033644
GATX 204663 - GATX 204671
GATX 204673 - GATX 204844
GATX 204943 - GATX 204985 (not inclusive)
GATX 205653 - GATX 205664
GATX 208059 - GATX 208108 (not inclusive)
GATX 208932 - GATX 208984
GATX 208986 - GATX 209073 (not inclusive)
GATX 209380 - GATX 209427
PGTX 075801 - PGTX 075820

A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement (GATX Trust No. 2010-1B).

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

~~RECORDED NO.~~ 29480-B

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT -3 10 PM
(GATX TRUST NO. 2010-1B)**

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT (GATX TRUST NO. 2010-1B) made and entered into on September 23, 2010 (this "Memorandum") by and between **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, as Owner Trustee ("Owner Trustee"), and **U.S. BANK NATIONAL ASSOCIATION**, a national banking association, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 2010-1B) (the "Indenture"), dated as of September 23, 2010, whereby the Owner Trustee and the Indenture Trustee desire, among other things, (i) to provide for the issuance by the Owner Trustee of the Equipment Notes, and (ii) to provide for the assignment, mortgage and pledge by the Owner Trustee to the Indenture Trustee, as part of the Indenture Estate thereunder, among other things, of, and the grant of a security interest in, certain of the Owner Trustee's right, title and interest in and to the Equipment and the Operative Agreements (other than Excepted Property) and certain payments and other amounts received thereunder, in accordance with the terms thereof, in trust, as security for, among other things, the Owner Trustee's obligations for the equal and ratable benefit of the holders of the Equipment Notes, subject to the terms of the Indenture.

For the purposes of facilitating the execution of this Memorandum, this Memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Indenture.

* * *

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee

By: michael
Name: Michael Arsenault
Title: Assistant Vice President

**U.S. BANK NATIONAL ASSOCIATION,
as Indenture Trustee**

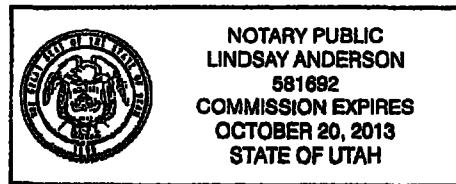
By: _____
Name:
Title:

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 23 day of September, 2010 before me personally appeared Michael Arsenault, to me personally known, who being duly sworn, says that he/she is the the Assistant Vice President of Wells Fargo Bank Northwest, National Association, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lindsay Anderson
Notary Public

My commission expires: 10/20/2013



IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

**U.S. BANK NATIONAL ASSOCIATION,
as Indenture Trustee**

By: _____
Name:
Title: 
Mark A. Forgetta
Vice President

STATE OF CONNECTICUT)

COUNTY OF Hartford)

On this 15th day of September, 2010 before me personally appeared Mark A. Forgetta, to me personally known, who being duly sworn, says that he/she is the Vice President of U.S. Bank National Association, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen R. Felt
Notary Public

My commission expires:

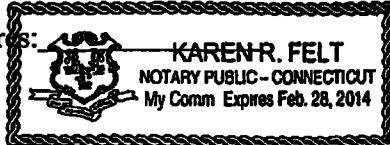


EXHIBIT A

Basic Group	Car Number - Operating						
III	GATX024920	III	GATX024969	III	GATX026868	III	GATX208107
III	GATX024921	III	GATX026774	III	GATX026869	III	GATX208108
III	GATX024922	III	GATX026775	III	GATX026870	III	GATX208933
III	GATX024923	III	GATX026776	III	GATX026871	III	GATX208934
III	GATX024924	III	GATX026777	III	GATX026872	III	GATX208935
III	GATX024925	III	GATX026778	III	GATX026873	III	GATX208936
III	GATX024926	III	GATX026779	III	GATX208059	III	GATX208937
III	GATX024927	III	GATX026780	III	GATX208060	III	GATX208938
III	GATX024928	III	GATX026781	III	GATX208061	III	GATX208939
III	GATX024929	III	GATX026782	III	GATX208062	III	GATX208940
III	GATX024930	III	GATX026783	III	GATX208063	III	GATX208941
III	GATX024931	III	GATX026784	III	GATX208064	III	GATX208942
III	GATX024932	III	GATX026785	III	GATX208065	III	GATX208943
III	GATX024933	III	GATX026786	III	GATX208066	III	GATX208944
III	GATX024934	III	GATX026787	III	GATX208067	III	GATX208945
III	GATX024935	III	GATX026788	III	GATX208068	III	GATX208946
III	GATX024936	III	GATX026789	III	GATX208069	III	GATX208947
III	GATX024937	III	GATX026790	III	GATX208070	III	GATX208948
III	GATX024938	III	GATX026791	III	GATX208071	III	GATX208949
III	GATX024939	III	GATX026792	III	GATX208072	III	GATX208950
III	GATX024940	III	GATX026793	III	GATX208073	III	GATX208951
III	GATX024941	III	GATX026794	III	GATX208074	III	GATX208952
III	GATX024942	III	GATX026795	III	GATX208075	III	GATX208953
III	GATX024943	III	GATX026796	III	GATX208076	III	GATX208954
III	GATX024944	III	GATX026797	III	GATX208077	III	GATX208955
III	GATX024945	III	GATX026798	III	GATX208078	III	GATX208956
III	GATX024946	III	GATX026845	III	GATX208079	III	GATX208957
III	GATX024947	III	GATX026846	III	GATX208080	III	GATX208958
III	GATX024948	III	GATX026847	III	GATX208081	III	GATX208959
III	GATX024949	III	GATX026848	III	GATX208082	III	GATX208960
III	GATX024950	III	GATX026849	III	GATX208083	III	GATX208961
III	GATX024951	III	GATX026850	III	GATX208084	III	GATX208962
III	GATX024952	III	GATX026851	III	GATX208085	III	GATX208963
III	GATX024953	III	GATX026852	III	GATX208086	III	GATX208964
III	GATX024954	III	GATX026853	III	GATX208088	III	GATX208965
III	GATX024955	III	GATX026854	III	GATX208090	III	GATX208966
III	GATX024956	III	GATX026855	III	GATX208091	III	GATX208967
III	GATX024957	III	GATX026856	III	GATX208092	III	GATX208968
III	GATX024958	III	GATX026857	III	GATX208093	III	GATX208969
III	GATX024959	III	GATX026858	III	GATX208094	III	GATX208970
III	GATX024960	III	GATX026859	III	GATX208095	III	GATX208971
III	GATX024961	III	GATX026860	III	GATX208096	III	GATX208972
III	GATX024962	III	GATX026861	III	GATX208097	III	GATX208973
III	GATX024963	III	GATX026862	III	GATX208098	III	GATX208974
III	GATX024964	III	GATX026863	III	GATX208100	III	GATX208975
III	GATX024965	III	GATX026864	III	GATX208103	III	GATX208976
III	GATX024966	III	GATX026865	III	GATX208104	III	GATX208977
III	GATX024967	III	GATX026866	III	GATX208105	III	GATX208978
III	GATX024968	III	GATX026867	III	GATX208106	III	GATX208979

Basic Group	Car Number - Operating						
III	GATX208980	III	GATX209053	III	GATX209411	IV	GATX032562
III	GATX208981	III	GATX209054	III	GATX209412	IV	GATX032563
III	GATX208982	III	GATX209055	III	GATX209413	IV	GATX032564
III	GATX208983	III	GATX209056	III	GATX209414	IV	GATX032566
III	GATX208984	III	GATX209057	III	GATX209415	IV	GATX033630
III	GATX208986	III	GATX209058	III	GATX209416	IV	GATX033631
III	GATX208987	III	GATX209059	III	GATX209417	IV	GATX033632
III	GATX208989	III	GATX209060	III	GATX209418	IV	GATX033633
III	GATX208990	III	GATX209061	III	GATX209419	IV	GATX033634
III	GATX208991	III	GATX209062	III	GATX209420	IV	GATX033635
III	GATX208992	III	GATX209063	III	GATX209421	IV	GATX033636
III	GATX208993	III	GATX209064	III	GATX209422	IV	GATX033637
III	GATX208995	III	GATX209065	III	GATX209423	IV	GATX033638
III	GATX208997	III	GATX209066	III	GATX209424	IV	GATX033639
III	GATX208999	III	GATX209067	III	GATX209425	IV	GATX033640
III	GATX209000	III	GATX209068	III	GATX209426	IV	GATX033641
III	GATX209001	III	GATX209069	III	GATX209427	IV	GATX033642
III	GATX209002	III	GATX209070	IV	GATX030670	IV	GATX033643
III	GATX209003	III	GATX209071	IV	GATX030671	IV	GATX033644
III	GATX209004	III	GATX209072	IV	GATX030672	IV	GATX204663
III	GATX209005	III	GATX209073	IV	GATX030673	IV	GATX204664
III	GATX209006	III	GATX209380	IV	GATX030674	IV	GATX204665
III	GATX209008	III	GATX209381	IV	GATX030675	IV	GATX204666
III	GATX209009	III	GATX209382	IV	GATX030676	IV	GATX204667
III	GATX209010	III	GATX209383	IV	GATX030677	IV	GATX204668
III	GATX209011	III	GATX209384	IV	GATX030678	IV	GATX204669
III	GATX209012	III	GATX209385	IV	GATX030679	IV	GATX204670
III	GATX209013	III	GATX209386	IV	GATX030680	IV	GATX204671
III	GATX209014	III	GATX209387	IV	GATX030681	IV	GATX204673
III	GATX209015	III	GATX209388	IV	GATX030682	IV	GATX204674
III	GATX209016	III	GATX209389	IV	GATX030683	IV	GATX204675
III	GATX209018	III	GATX209390	IV	GATX030684	IV	GATX204676
III	GATX209019	III	GATX209391	IV	GATX030685	IV	GATX204677
III	GATX209020	III	GATX209392	IV	GATX030686	IV	GATX204678
III	GATX209021	III	GATX209393	IV	GATX030687	IV	GATX204679
III	GATX209022	III	GATX209394	IV	GATX030688	IV	GATX204680
III	GATX209025	III	GATX209395	IV	GATX030689	IV	GATX204681
III	GATX209026	III	GATX209396	IV	GATX032543	IV	GATX204682
III	GATX209027	III	GATX209397	IV	GATX032544	IV	GATX204683
III	GATX209028	III	GATX209398	IV	GATX032545	IV	GATX204684
III	GATX209029	III	GATX209399	IV	GATX032547	IV	GATX204685
III	GATX209030	III	GATX209400	IV	GATX032549	IV	GATX204686
III	GATX209031	III	GATX209401	IV	GATX032550	IV	GATX204687
III	GATX209032	III	GATX209402	IV	GATX032551	IV	GATX204688
III	GATX209045	III	GATX209403	IV	GATX032552	IV	GATX204689
III	GATX209046	III	GATX209404	IV	GATX032553	IV	GATX204690
III	GATX209047	III	GATX209405	IV	GATX032555	IV	GATX204691
III	GATX209048	III	GATX209406	IV	GATX032556	IV	GATX204692
III	GATX209049	III	GATX209407	IV	GATX032558	IV	GATX204693
III	GATX209050	III	GATX209408	IV	GATX032559	IV	GATX204694
III	GATX209051	III	GATX209409	IV	GATX032560	IV	GATX204695
III	GATX209052	III	GATX209410	IV	GATX032561	IV	GATX204696

Exhibit A

Page 2

Basic Group	Car Number - Operating						
IV	GATX204697	IV	GATX204749	IV	GATX204801	IV	GATX204951
IV	GATX204698	IV	GATX204750	IV	GATX204802	IV	GATX204952
IV	GATX204699	IV	GATX204751	IV	GATX204803	IV	GATX204953
IV	GATX204700	IV	GATX204752	IV	GATX204804	IV	GATX204954
IV	GATX204701	IV	GATX204753	IV	GATX204805	IV	GATX204955
IV	GATX204702	IV	GATX204754	IV	GATX204806	IV	GATX204956
IV	GATX204703	IV	GATX204755	IV	GATX204807	IV	GATX204961
IV	GATX204704	IV	GATX204756	IV	GATX204808	IV	GATX204962
IV	GATX204705	IV	GATX204757	IV	GATX204809	IV	GATX204963
IV	GATX204706	IV	GATX204758	IV	GATX204810	IV	GATX204965
IV	GATX204707	IV	GATX204759	IV	GATX204811	IV	GATX204966
IV	GATX204708	IV	GATX204760	IV	GATX204812	IV	GATX204967
IV	GATX204709	IV	GATX204761	IV	GATX204813	IV	GATX204968
IV	GATX204710	IV	GATX204762	IV	GATX204814	IV	GATX204969
IV	GATX204711	IV	GATX204763	IV	GATX204815	IV	GATX204970
IV	GATX204712	IV	GATX204764	IV	GATX204816	IV	GATX204971
IV	GATX204713	IV	GATX204765	IV	GATX204817	IV	GATX204972
IV	GATX204714	IV	GATX204766	IV	GATX204818	IV	GATX204973
IV	GATX204715	IV	GATX204767	IV	GATX204819	IV	GATX204974
IV	GATX204716	IV	GATX204768	IV	GATX204820	IV	GATX204975
IV	GATX204717	IV	GATX204769	IV	GATX204821	IV	GATX204976
IV	GATX204718	IV	GATX204770	IV	GATX204822	IV	GATX204977
IV	GATX204719	IV	GATX204771	IV	GATX204823	IV	GATX204978
IV	GATX204720	IV	GATX204772	IV	GATX204824	IV	GATX204979
IV	GATX204721	IV	GATX204773	IV	GATX204825	IV	GATX204980
IV	GATX204722	IV	GATX204774	IV	GATX204826	IV	GATX204981
IV	GATX204723	IV	GATX204775	IV	GATX204827	IV	GATX204982
IV	GATX204724	IV	GATX204776	IV	GATX204828	IV	GATX204983
IV	GATX204725	IV	GATX204777	IV	GATX204829	IV	GATX204984
IV	GATX204726	IV	GATX204778	IV	GATX204830	IV	GATX204985
IV	GATX204727	IV	GATX204779	IV	GATX204831	IV	GATX205653
IV	GATX204728	IV	GATX204780	IV	GATX204832	IV	GATX205654
IV	GATX204729	IV	GATX204781	IV	GATX204833	IV	GATX205655
IV	GATX204730	IV	GATX204782	IV	GATX204834	IV	GATX205656
IV	GATX204731	IV	GATX204783	IV	GATX204835	IV	GATX205657
IV	GATX204732	IV	GATX204784	IV	GATX204836	IV	GATX205658
IV	GATX204733	IV	GATX204785	IV	GATX204837	IV	GATX205659
IV	GATX204734	IV	GATX204786	IV	GATX204838	IV	GATX205660
IV	GATX204735	IV	GATX204787	IV	GATX204839	IV	GATX205661
IV	GATX204736	IV	GATX204788	IV	GATX204840	IV	GATX205662
IV	GATX204737	IV	GATX204789	IV	GATX204841	IV	GATX205663
IV	GATX204738	IV	GATX204790	IV	GATX204842	IV	GATX205664
IV	GATX204739	IV	GATX204791	IV	GATX204843	IV	PGTX075801
IV	GATX204740	IV	GATX204792	IV	GATX204844	IV	PGTX075802
IV	GATX204741	IV	GATX204793	IV	GATX204943	IV	PGTX075803
IV	GATX204742	IV	GATX204794	IV	GATX204944	IV	PGTX075804
IV	GATX204743	IV	GATX204795	IV	GATX204945	IV	PGTX075805
IV	GATX204744	IV	GATX204796	IV	GATX204946	IV	PGTX075806
IV	GATX204745	IV	GATX204797	IV	GATX204947	IV	PGTX075807
IV	GATX204746	IV	GATX204798	IV	GATX204948	IV	PGTX075808
IV	GATX204747	IV	GATX204799	IV	GATX204949	IV	PGTX075809
IV	GATX204748	IV	GATX204800	IV	GATX204950	IV	PGTX075810

Basic Group	Car Number - Operating
IV	PGTX075811
IV	PGTX075812
IV	PGTX075813
IV	PGTX075814
IV	PGTX075815
IV	PGTX075816
IV	PGTX075817
IV	PGTX075818
IV	PGTX075819
IV	PGTX075820